

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973

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RECORDATION NO. 12985-6 FILED

OCT 15 '98

2-37 PM

OF COUNSEL  
URBAN A. LESTER

October 14, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated September 30, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents which were previously filed with the Commission/Board under Recordation Number 12985.

The names and addresses of the parties to the enclosed document are:

Assignor : BA Leasing & Capital Corporation  
4 Embarcadero Center  
San Francisco, California 94111

Assignee : Citicorp Railmark, Inc.  
450 Mamaroneck Avenue  
Harrison, New York 10528

A description of the railroad equipment covered by the enclosed document is:

set forth on Exhibit A attached to the Memorandum

Vernon A. Williams  
October 14, 1998  
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Betty Graves".

*for* Robert W. Alvord

RWA/bg  
Enclosures

RECORDATION NO. 12985-6 FILED

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**MEMORANDUM OF ASSIGNMENT AND  
ASSUMPTION AGREEMENT AND BILLS OF SALE**

Memorandum of Assignment and Assumption Agreement and Bills of Sale made and entered into as of September 30, 1998, by and between BA LEASING & CAPITAL CORPORATION ("Assignor") and CITICORP RAILMARK, INC. ("Assignee").

**WITNESSETH:**

The undersigned have entered into that certain Assignment and Assumption Agreement, dated as of September 30, 1998, and Assignor has executed Bills of Sale, dated September 25, 1998, September 28, 1998 and September 29, 1998, by which Assignor has sold and assigned its right, title and interest in and to certain railroad equipment and the leases and beneficial interests therein to Assignee, and Assignee has accepted and assumed all duties and obligations of Assignor with respect thereto arising on or after the closing date. The documents relating to the railroad equipment are set forth in Exhibit A attached hereto. The railroad equipment is set forth in Exhibit B attached hereto.

[Signatures on Following Page]

**IN WITNESS WHEREOF**, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

**BA LEASING & CAPITAL CORPORATION**

By: \_\_\_\_\_



Title: \_\_\_\_\_

*Vice President*

**CITICORP RAILMARK, INC.**

By: \_\_\_\_\_

Title: \_\_\_\_\_

[Attach notary acknowledgments]

# CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of San Francisco

On September 30, 1998 before me, Kathleen Susco  
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Thomas S. McCart  
Name(s) of Signer(s)

☒ personally known to me ~~OR~~ ☐ proved to me on the basis of satisfactory evidence to be the person~~s~~  
whose name~~s~~ is~~are~~ subscribed to the within instrument  
and acknowledged to me that he~~she/they~~ executed the  
same in his~~her/their~~ authorized capacity~~(ies)~~, and that by  
his~~her/their~~ signature~~s~~ on the instrument the person~~s~~,  
or the entity upon behalf of which the person~~s~~ acted,  
executed the instrument.



WITNESS my hand and official seal.

Kathleen Susco  
Signature of Notary Public

## OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

### Description of Attached Document

Title or Type of Document: Memorandum of Assignment and Assumption Agreement

and Bill of Sale

Document Date: September 30, 1998 Number of Pages: \_\_\_\_\_

Signer(s) Other Than Named Above: Richard Bertkau

### Capacity(ies) Claimed by Signer(s)

Signer's Name: Thomas S. McCart

- ☐ Individual  
☒ Corporate Officer  
Title(s): Vice President  
☐ Partner — ☐ Limited ☐ General  
☐ Attorney-in-Fact  
☐ Trustee  
☐ Guardian or Conservator  
☐ Other: \_\_\_\_\_

RIGHT THUMBPRINT  
OF SIGNER  
Top of thumb here

Signer Is Representing:

BA LEASING & CAPITAL  
CORPORATION

Signer's Name: \_\_\_\_\_

- ☐ Individual  
☐ Corporate Officer  
Title(s): \_\_\_\_\_  
☐ Partner — ☐ Limited ☐ General  
☐ Attorney-in-Fact  
☐ Trustee  
☐ Guardian or Conservator  
☐ Other: \_\_\_\_\_

RIGHT THUMBPRINT  
OF SIGNER  
Top of thumb here

Signer Is Representing:

**IN WITNESS WHEREOF**, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

**BA LEASING & CAPITAL CORPORATION**

By: \_\_\_\_\_

Title: \_\_\_\_\_

**CITICORP RAILMARK, INC.**

By: *Richard Smith*

Title: *Vice President*


[Attach notary acknowledgments]

STATE OF NEW YORK            )  
  )  
COUNTY OF WESTCHESTER    )    SS:

On this 1<sup>st</sup> day of October, 1998, before me personally appeared Richard Bertkau to me personally known, who being duly sworn, says that he is a Vice President of CITICORP RAILMARK, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARY SEAL]

Notary Public

  
**ROBERT R. GOLDBERG**  
Notary Public, State of New York  
No. 4690571  
Qualified in Westchester County  
Commission Expires November 30, 1999

My Commission Expires:

Documents Relating to the Railroad Equipment

1. Participation Agreement, dated as of March 1, 1981, among BA Leasing and Capital Corporation ("BALCAP"), as successor in interest to Security Pacific Equipment Leasing, Inc. ("SPELI"); The Dow Chemical Company ("Lessee"); Bank of New York, as successor to Mercantile-Safe Deposit and Trust Company ("Agent"), and the Parties Named in Schedule A thereto ("Investors").
2. Conditional Sale Agreement, dated as of March 1, 1981, between SPELI as Vendee and each of ACF Industries, Incorporated, General American Transportation Corporation, Richmond Tank Car Company and Union Tank Car Company.
3. Lease of Railroad Equipment, dated as of March 1, 1981, between Lessee and SPELI as Lessor.
4. Indemnity Agreement, dated as of March 1, 1981, between SPELI as Lessor and Lessee.
5. Agreement and Assignment, dated as of March 1, 1981, between each of ACF Industries, Incorporated, General American Transportation Corporation, Richmond Tank Car Company, Union Tank Car Company and Agent.
6. Assignment of Lease and Agreement, dated as of March 1, 1981, between SPELI and Agent.
7. Consent and Agreement, dated as of March 1, 1981, by Lessee.
8. Amendment Agreement, dated as of March 23, 1981, between Lessee, SPELI, Agent and Union Tank Car Company.
9. Amendment Agreement, dated as of June 1, 1981, among Lessee, SPELI, ACF Industries, Incorporated, and Agent.
10. P/A Amendment Agreement, dated as of June 1, 1981, among Lessee, SPELI, Agent, and Investors.
11. Bill of Sale, dated April 9, 1981, from ACF Industries, Incorporated to Agent and Certificate of Acceptance.
12. Bill of Sale, dated April 9, 1981, from General American Transportation Corp. to Agent and Certificate of Acceptance.



13. Bill of Sale, dated April 9, 1981, from Richmond Tank Car Company to Agent and Certificate of Acceptance.
14. Bill of Sale, dated April 9, 1981, from Union Tank Car Company to Agent and Certificate of Acceptance.
15. Bill of Sale, dated June 19, 1981, from General American Transportation Corp. to Agent and Certificate of Acceptance.
16. Exchange Agreement, dated as of December 22, 1994, between SPELI and BALCAP.
17. Notice letter, dated November 23, 1994, from SPELI to Lessee, Agent and Investor.
18. Assignment and Assumption Agreement, dated as of December 22, 1994, between SPELI and BALCAP.
19. Side Letter, dated December 12, 1994, from BALCAP to Investor, regarding BALCAP's net worth.
20. Purchase Agreement, dated as of September 25, 1998, between BALCAP and Citicorp Railmark, Inc. ("Citicorp").
21. Assignment and Assumption Agreement, dated as of September 30, 1998, between BALCAP and Citicorp.
22. Bill of Sale, dated September 25, 1998.
23. Bill of Sale, dated September 28, 1998.
24. Bill of Sale, dated September 29, 1998.

Railroad Equipment

<u>Number of cars</u>	<u>Description</u>	<u>Identification Numbers</u>
11	20,000 gal. ethanolamine tank cars (General American Transportation Corporation)	DOWX 3271-3279, 3281-3282
6	26,000 gal. ethyl benzene tank cars (General American Transportation Corporation)	DOWX 7360-7365
21	25,000 gal. ethylene pressurized tank cars (General American Transportation Corporation)	DOWX 8425-8445
50	16,000 gal. caustic soda tank cars (Union Tank Car Company)	DOWX 7180-7229
15	17,300 gal. chlorine pressurized tank cars (Union Tank Car Company)	DOWX 8311-8325
42	20,000 gal. hydrochloride acid tank cars (Richmond Tank Car Company)	DOWX 6874-6915
2	25,000 gal. methyl chloride pressurized tank cars (ACF Industries, Inc.)	DOWX 8478-8479